

7066-A
REGISTRATION NO. 7066-A
FILED 1475

APR 11 1991 -12 46 PM

AGREEMENT TERMINATING LEASE

INTERSTATE COMMERCE COMMISSION

AGREEMENT by and between UNIONBANC LEASING CORPORATION with an address of 125 Summer Street, Boston, Massachusetts (hereinafter referred to as "ULC"), and BEAZER WEST, INC., a Delaware corporation with an address of 2515 McKinney Avenue, Dallas, Texas 75201 (formerly known as Gifford-Hill & Company, Inc.) (hereinafter referred to as "Beazer").

By original Lease dated May 25, 1973 by and between Commercial Credit Capital Corporation, as Lessor, and Gifford-Hill & Company, Inc., as Lessee, filed with the Interstate Commerce Commission on July 3, 1973, Lessor leased to Lessee 39 100-ton covered railroad hopper cars more particularly described on Schedule A attached hereto, for a term that expired on June 30, 1988 (hereinafter called the "Lease"). The Lessor's interest under the Lease was assigned to McCullagh Leasing, Inc., further assigned to NEMLC Leasing Corporation, and further assigned to ~~McCullagh Leasing, Inc.~~ and further assigned to ULC.

ULC and Beazer wish to acknowledge the fact as of ~~June 30, 1988~~ ^{October 1, 1990} (hereinafter called "Termination Date") the Lease was terminated.

NOW, THEREFORE, ULC and Beazer hereby agree that the Lease and the term of the Lease ceased and expired as of the Termination Date, and from and after the Termination date, neither ULC nor Beazer had any further rights or obligations pursuant to the provisions of the Lease.

IN WITNESS WHEREOF, ULC and Beazer have executed this Agreement as of the 30th day of March, 1991.

LESSOR:

UNIONBANC LEASING CORPORATION

By: David A. Meehan

Title: VP

LESSEE:

BEAZER WEST, INC. (formerly known as Gifford-Hill & Company, Inc.)

By: [Signature]

Title: Treasurer

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF SUFFOLK

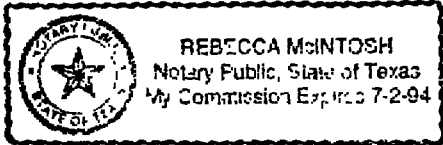
In Boston in said county on the 9th day of April, 1991 before me personally appeared David A. Meehan to me known and known by me to be the Vice President of Unionbanc Leasing Corporation and the party executing the foregoing instrument and he/she acknowledged said instrument by him/her to be his/her free act and deed and deed of said Unionbanc Leasing Corporation.

[Signature]
Notary Public

My Commission Expires: 2/20/92

STATE OF TEXAS
COUNTY OF DALLAS

In Dallas in said county on the 2nd day of April, 1991 before me personally appeared John A. Beazer to me known and known by me to be the Treasurer of Beazer West, Inc. and the party executing the foregoing instrument and he/she acknowledged said instrument by him/her to be his/her free act and deed and deed of said Beazer West, Inc.



Rebecca McIntosh
Notary Public
My Commission Expires:

SCHEDULE A EQUIPMENT

Attached to and made part of the following documents:

LEASE SCHEDULE NO. 30584-14, UCC-1, ACCEPTANCE CERTIFICATE

with BEAZER WEST, INC. (ACCT. #030584-07).

Thirty-nine (39) 100-ton covered railroad hopper cars
manufactured by Ortner Freight Car Company with the following
record marks as established by the Association of American
Railroads:

1.	GFHX	1001	2.	GFHX	1002
3.	GFHX	1003	4.	GFHX	1004
5.	GFHX	1005	6.	GFHX	1006
7.	GFHX	1007	8.	GFHX	1009
9.	GFHX	1010	10.	GFHX	1011
11.	GFHX	1012	12.	GFHX	1013
13.	GFHX	1015	14.	GFHX	1016
15.	GFHX	1017	16.	GFHX	1018
17.	GFHX	1019	18.	GFHX	1020
19.	GFHX	1022	20.	GFHX	1023
21.	GFHX	1024	22.	GFHX	1025
23.	GFHX	1026	24.	GFHX	1027
25.	GFHX	1028	26.	GFHX	1029
27.	GFHX	1030	28.	GFHX	1031
29.	GFHX	1032	30.	GFHX	1033
31.	GFHX	1035	32.	GFHX	1036
33.	GFHX	1037	34.	GFHX	1038
35.	GFHX	1039	36.	GFHX	1040
37.	GFHX	1041	38.	GFHX	1042
39.	GFHX	1043			

All of the foregoing Units will be located within the United States of America.